1177428

SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of failure to file the appropriate federal notice will not result in a loss of exemption unless such exemption is predicated on the filing of a fed

deral exemption. Conversely,

OMB APPROVAL
MB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden
hours per response... 16.00

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PROCESSED

SE FINANCIAL
Prefix Serial

DATE RECEIVED

FORM D

## NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

Greenbrier Mall Partners, L.P.  Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)	Filing Under (Check box(es) that apply): [ ] Rule 50 Type of Filing: [ X ] New Filing [ ] Amendment	)4 [ ] Rule 505	[ X ] Rule 506	[ ] Section 4(6) [ ] ULOE	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)  Greenbrier Mall Partners, L.P.  Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)	A	. BASIC IDENTIFICAT	ION DATA		
Greenbrier Mall Partners, L.P.  Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)	1. Enter the information requested about the issuer				
		ame has changed, an	d indicate change.	.)	
124 Johnson Ferry Road, Atlanta, GA 30328 (404) 236-2305	Address of Executive Offices (Number and Stree 124 Johnson Ferry Road, Atlanta, GA 30328				e)

ownership and operation of retail shopping center			
Type of Business Organization [ ] corporation [ X ] limited partnership, already formed [ ] or [ ] business trust [ ] limited partnership, to be formed	ther (please specify):		
Actual or Estimated Date of Incorporation or Organization:  Jurisdiction of Incorporation or Organization: (Enter two-letter U.S.  CN for Canada; FN for other		[X] Actual tion for State:	[ ] Estimated
GENERAL INSTRUCTIONS Federal:  Who Must File: All issuers making an offering of securities in reliance on an 15 U.S.C. 77d(6).  When to File: A notice must be filed no later than 15 days after the first sale Securities and Exchange Commission (SEC) on the earlier of the date it is readdress after the date on which it is due, on the date it was mailed by Unite Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, Copies Required: Five (5) copies of this notice must be filed with the SEC, amust be photocopies of manually signed copy or bear typed or printed sign Information Required: A new filing must contain all information requested. changes thereto, the information requested in Part C, and any material chain the Appendix need not be filed with the SEC.  Filing Fee: There is no federal filing fee.  State:  This notice shall be used to indicate reliance on the Uniform Limited Offerin adopted ULOE and that have adopted this form. Issuers relying on ULOE members are to be, or have been made. If a state requires the payment of amount shall accompany this form. This notice shall be filed in the appropriate states will not result in a loss of the federa in a loss of an available state exemption unless such exemption is predicated on collection of information contained in this form are not required to respond unless.	e of securities in the offering eceived by the SEC at the a d States registered or certif N.W., Washington, D.C. 205-one of which must be manufactures.  Amendments need only reparatures from the information purposes from the information purpose from the information to diate states in accordance with the filing of a federal notice. Filing of a federal notice.	i. A notice is deemed ddress given below ied mail to that addr 49. ally signed. Any coport the name of the ireviously supplied in the Securities and the claim for the exemple of the image of the image. The Apare to file the appropriect of the property of the state of the appropriect of the property of the property of the state of the appropriect of the property of the state of the appropriect of the property of the state of the appropriect of the state of the state of the appropriect of the state of the	d filed with the U.S. or, if received at that ess. ies not manually signed issuer and offering, any n Parts A and B. Part E and hose states that have ministrator in each state imption, a fee in the proper opendix in the notice
A. BASIC IDENT	TIFICATION DATA		
Enter the information requested for the following:	e, or direct the vote or dis	sposition of, 10% o	ners of partnership
Check Box(es) that Apply: [X] Promoter [] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ X ] General and/or Managing Partner
Full Name (Last name first, if individual) GG&A Greenbrier, Inc.			
Business or Residence Address (Number and Street, City, State, Zi 124 Johnson Ferry Road, Atlanta, GA 30328	p Code)		
Check Box(es) that Apply: [X] Promoter [X] Beneficial Owner	[ X* ] Executive Officer * of General Partner	[X*] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual) Greenfield, Gregory			
Business or Residence Address (Number and Street, City, State, Zi 124 Johnson Ferry Road, Atlanta, GA 30328	p Code)		

Check Box(es) that Apply: [X] Promoter	[ X ] Beneficial Owner	[ X* ] Executive Officer * of General Partner		[ ] General and/or aging Partner
Full Name (Last name first, if individual) Boggio, Scott		·		agnig i dittier
Business or Residence Address (Number 124 Johnson Ferry Road, Atlanta, GA 303		ip Code)		
Check Box(es) that Apply: [X] Promoter	[X] Beneficial Owner	[ X* ] Executive Officer * of General Partner	[ X* ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual) Brown, William				
Business or Residence Address (Number 124 Johnson Ferry Road, Atlanta, GA 303		p Code)		
Check Box(es) that Apply: [X] Promoter	[X] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual) Gregory Greenfield & Associates, Ltd.				
Business or Residence Address (Number 124 Johnson Ferry Road, Atlanta, GA 303		ip Code)		
Check Box(es) that Apply: [ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual)		,		
Business or Residence Address (Number	and Street, City, State, Z	ip Code)	· · · · · · · · · · · · · · · · · · ·	
Check Box(es) that Apply: [ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	and Street, City, State, Z	ip Code)		
Check Box(es) that Apply: [ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	and Street, City, State, Z	ip Code)		
Check Box(es) that Apply: [ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Number	and Street, City, State, Z	ip Code)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

						B. INFOR	RMATION	I ABOUT	OFFERI	NG					
1. Has	the issu	er sold, d	or does ti	ne issuer	intend t	o sell, to	non-acc	redited	investor	s in this c	ffering?		Yes	No	
					Answer	also in Aı	ppendix. (	Column 2.	if filing u	nder ULOI	≣.		[ ]	[ X ]	
					will be a	ccepted t	from any	individu	al?			\$no n		n	
3. Does	s the offe	ering per	mit joint	ownersh	ip of a s	ingle uni	it?					Yes I ][ X ]			
similar associa	remune ated per	ration fo son or a	r solicita gent of a	tion of pe broker o	urchaser r dealer	rs in con registere	nection ved with the	with sale ne SEC a	s of secund/or wi	urities in th a state	the offer or state	indirectly ing. If a pe s, list the i	, any co erson to name o	be listed f the bro	d is an ker or
		ınan nve or dealeı		ons to be	e listed a	re assoc	ated pe	rsons or	such a c	oroker or	dealer, y	ou may se	et iorth	tne intor	mation
Full Na	me (Las	t name fi	rst, if inc												_
The Ma	argolick	Financial	Group,	L.P.											
		sidence stern Hw					, State, Z 48334	ip Code	)						_
Name	of Assoc	iated Bro	oker or D	ealer				<u> </u>		<u></u>					-
<del></del>							<u> </u>								-
		n Person ites" or c				itends to	Solicit F	urchase	rs	[ ] All	States				
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]			
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]			
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[XT]	[NM] <i>[UT</i> ]	<i>[NY</i> ] [∨T]	[NC] <i>[VA]</i>	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]			
Full Na	me (Las	t name fi	rst, if inc	lividual)		<del></del>			· · ·						-
Busine	ess or Re	sidence	Address	(Numbe	r and St	reet City	, State, Z	in Code				<del></del>			-
			, ta ai 000	(1141110			, σιαιο, -		,						
Name	of Assoc	iated Br	oker or D	ealer								<u> </u>			-
							Solicit F		ers						-
									rE1 1		l States	נוטו			
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	(HI] [MS]	[ID] [MO]			
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]			
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]			
Full Na	me (Las	t name fi	rst, if inc	lividual)											<b>-</b>
Busine	ss or Re	sidence	Address	(Numbe	r and St	reet, City	, State, Z	ip Code	)					-	-
					•										
Name	of Assoc	iated Br	oker or D	ealer							-				_
States	in Which	Parson	Listed H	as Solic	ited or In	tends to	Solicit F	urchaeo	re	*					-
								•••••		[ ] All	l States				
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]			
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]			
[RI]	[sc]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF IN	VESTORS, EXPENSES AND USE O	F PROCEEDS	
1. Enter the aggregate offering price of securities included in t			is
"none" or "zero." If the transaction is an exchange offering, ch			
securities offered for exchange and already exchanged.			
and an outer of ordered and an outer ordered			
Time of Occasion		America Alice e I	
Type of Security	Aggregate	Amount Already	
	Offering Price	Sold	
Debt	<b>\$</b> 0	\$ 0	
Equity	·	\$ 0	
	···· • • • • • • • • • • • • • • • • •	¥	
[ ] Common [ ] Preferred	<b>^ ^</b>		
Convertible Securities (including warrants)		\$U	
Partnership Interests		\$22,000,000_	
Other (Specify	). \$0	\$0	
Total	\$22,000,000_	\$22,000,000	
Answer also in Appendix, Column 3, if filing under UL	.OE.		
T.F			
2. Entartha mumber of accordited and was accordited investor		a thin offering and the second	
2. Enter the number of accredited and non-accredited investor			
dollar amounts of their purchases. For offerings under Rule 50			and
the aggregate dollar amount of their purchases on the total lin	es. Enter "0" if answer is "none" or	r "zero."	
		Aggregate	
		Dollar Amount	
	Number Investors	of Purchases	
	Number investors	of Purchases	
Accredited Investors	85	\$ <u></u> 22,000,000_	
Non-accredited Investors		\$0	
Total (for filings under Rule 504 only)		\$	
Answer also in Appendix, Column 4, if filing under UL	OF		
motion also in Appendix, solution 4, it ming and of the	.02.		
3. If this filing is for an offering under Rule 504 or 505, enter th offerings of the types indicated, the twelve (12) months prior t listed in Part C-Question 1.			
		Dollar Amount	
Type of offering	Type of Security	Sold	
Type of offering	Type of occurry	<b>3</b> 01a	
<b>-</b>	•	•	
Rule 505		\$	
Regulation A		\$	
Rule 504		\$	
Total		\$	
4. a. Furnish a statement of all expenses in connection with th amounts relating solely to organization expenses of the issue amount of an expenditure is not known, furnish an estimate as	r. The information may be given as	subject to future contingencies	
·			
Transfer Agent's Fees		\$	
		*	
Printing and Engraving Costs		<b>5 5 0 0 0 0 0</b>	
Legal Fees, blue sky fees and related expenses		\$50,000	
Accounting Fees		<b>3</b>	
Engineering Fees		\$950,000 <u></u>	
Total	[X]	<b>\$_1,000,000</b>	
	• •		
b. Enter the difference between the aggregate offering price gi	ven in response to Part C -		
Question 1 and total expenses furnished in response to Part C			
is the "adjusted gross proceeds to the issuer."		\$-21,000,000	
is the adjusted dross proceeds to the Issuer,	***************************************	J-∠ I.UUU.UUU	

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[]\$		[]\$ [X]\$60,000,000*
Purchase of real estate Purchase, rental or leasing and installation of machinery	·········· []\$	<del></del>	[X] \$60,000,000"
and equipment	/ ri¢		r1¢
onstruction or leasing of plant buildings and facilities	11\$		[]\$
equisition of other businesses (including the value of	[]		
securities involved in this offering that may be u	used in		
exchange for the assets or securities of anothe			
pursuant to a merger)			[]\$
Repayment of indebtedness	[1\$		[ ] \$
Vorking capital .and reserves	[]\$_		[X] \$_8,550,000_
Other (specify):closing costs	[]\$		[X] \$_8,550,000 [X] \$575,000
loan costs	[]\$		[X] \$925,000
acquisition fee	[X] \$_	625,000	[]\$
debt placement fee	[X] \$_	325,000	[]\$
Column Totals	[X] \$_	950,000	[X] \$_70,050,000
otal Payments Listed (column totals added)	•••••	[X]\$_71,000,00	00*
•			
he issuer has duly caused this notice to be signed by the following signature constitutes an undertaking by the pritten request of its staff, the information furnished by the constitute of the	e issuer to furnish to the	J.S. Securities and	l Exchange Commission, up
he issuer has duly caused this notice to be signed by the following signature constitutes an undertaking by the pritten request of its staff, the information furnished by 102.	he undersigned duly auth e issuer to furnish to the the issuer to any non-acc	J.S. Securities and	l Exchange Commission, up
The issuer has duly caused this notice to be signed by the following signature constitutes an undertaking by the vritten request of its staff, the information furnished by 602.  Issuer (Print or Type)  Greenbrier Mall Partners, L.P.  Greenbrier Mall Partners, L.P.	he undersigned duly auth e issuer to furnish to the the issuer to any non-acc ature enbrier Mall Partners, L.P.	J.S. Securities and redited investor pu	I Exchange Commission, up irsuant to paragraph (b)(2) o ————————————————————————————————————
The issuer has duly caused this notice to be signed by the following signature constitutes an undertaking by the vritten request of its staff, the information furnished by 602.  Issuer (Print or Type)  Greenbrier Mall Partners, L.P.  Greenbrier Mall Partners, L.P.	he undersigned duly auth e issuer to furnish to the the issuer to any non-acc	J.S. Securities and redited investor pu	Exchange Commission, up Irsuant to paragraph (b)(2) o
he issuer has duly caused this notice to be signed by the following signature constitutes an undertaking by the printer request of its staff, the information furnished by the following signature constitutes an undertaking by the printer of its staff, the information furnished by the following signature (Print or Type)  Signature (Print or Type)  Greenbrier Mall Partners, L.P.	he undersigned duly auth e issuer to furnish to the the issuer to any non-acc ature enbrier Mall Partners, L.P.	J.S. Securities and redited investor pu	I Exchange Commission, up irsuant to paragraph (b)(2) o ————————————————————————————————————
he issuer has duly caused this notice to be signed by the following signature constitutes an undertaking by the ritten request of its staff, the information furnished by 602.  Suer (Print or Type)  Greenbrier Mall Partners, L.P.  Signal Gree By: 6	he undersigned duly auth e issuer to furnish to the the issuer to any non-acc ature enbrier Mall Partners, L.P. GG&A Greenbrier, Inc., its	J.S. Securities and redited investor pu	I Exchange Commission, up irsuant to paragraph (b)(2) o ————————————————————————————————————
he issuer has duly caused this notice to be signed by the following signature constitutes an undertaking by the ritten request of its staff, the information furnished by to 22.  Ssuer (Print or Type)  Greenbrier Mall Partners, L.P.  By: 6	he undersigned duly auth e issuer to furnish to the the issuer to any non-acc ature enbrier Mall Partners, L.P.	J.S. Securities and redited investor pu	I Exchange Commission, up irsuant to paragraph (b)(2) o ————————————————————————————————————
he issuer has duly caused this notice to be signed by the following signature constitutes an undertaking by the pritten request of its staff, the information furnished by the following signature constitutes an undertaking by the pritten request of its staff, the information furnished by the following signature of the following signature constitutes an undertaking by the following signature constitutes and undertaking by the following signature of th	he undersigned duly auth e issuer to furnish to the the issuer to any non-acc ature enbrier Mall Partners, L.P. GG&A Greenbrier, Inc., its	J.S. Securities and redited investor pu	I Exchange Commission, up irsuant to paragraph (b)(2) o ————————————————————————————————————
he issuer has duly caused this notice to be signed by the following signature constitutes an undertaking by the critten request of its staff, the information furnished by to 02.  Issuer (Print or Type)  Greenbrier Mall Partners, L.P.  Signature (Print or Type)  Greenbrier Mall Partners, L.P.	he undersigned duly auth le issuer to furnish to the the issuer to any non-acc ature enbrier Mall Partners, L.P. GG&A Greenbrier, Inc., its (	J.S. Securities and redited investor pu	I Exchange Commission, up irsuant to paragraph (b)(2) o ————————————————————————————————————

The amounts shown in part C, Item 5 are based upon the entire amount of the securities offered and a loan:

Funds from offering:

\$21,000,000 (securities sold in offering minus expenses in Part C, Item 4)

Funds from loan:

+50,000,000

\$71,000,000

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	·		•
	E. STATE SIGNATURE		
	2 presently subject to any of the disqualification provisions	Yes [ ]	No [ ]〕
	See Appendix, Column 5, for state response.		
2. The undersigned issuer hereby underta Form D (17 CFR 239,500) at such times as	kes to furnish to any state administrator of any state in which the required by state law.	is notice i	s filed, a notice on
3. The undersigned issuer hereby underta issuer to offerees.	kes to furnish to the state administrators, upon written request,	information	on furnished by the
limited Offering Exemption (ULOE) of the	the issuer is familiar with the conditions that must be satisfied state in which this notice is filed and understands that the issue hing that these conditions have been satisfied.		
The issuer has read this notification and k the undersigned duly authorized person.	nows the contents to be true and has duly caused this notice to	be signed	d on its behalf by
02.			
Issuer (Print or Type)	Signature		Date
Greenbrier Mall Partners, L.P.	Greenbrier Mall Partners, L.P. By: GG&A Greenbrier, Inc., its General Partner		6/17/02
	By:		

## Instruction:

Name of Signer (Print or Type)

R. Greenfield

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## **APPENDIX**

1	T	2	3	3 4 5							
·	accredite in State (	sell to non- ed investors Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					Disqualification under State ULOE (if yes, attach explanation of waiver granted)		
State	Yes	N	Limited Partnership Interests	Number of Accredited Investors		Number of Non- Accredited Investors	A	V			
AL	res	No			Amount		Amount	Yes	No		
AK											
AZ		×	entire amount of	1	\$250,000	-0-	-0-		X		
<i>′</i> <b>–</b>			offering		<b>\$2</b> 50,555	· ·			^		
AR											
CA		х	entire amount of offering	5	\$290,000	-0-	-0-		x		
СО		х	entire amount of offering	3	\$325,000	-0-	-0-		×		
СТ											
DE											
DC		х	entire amount of offering	1	\$50,000	-0-	-0-		Х		
FL		Х	entire amount of offering	3	\$170,000	-0-	-0-		Х		
GA		х	entire amount of offering	2	\$75,000	-0-	-0-		Х		
HI											
ID											
IL		X	entire amount of offering	3	\$180,000	-0-	-0-		х		
IN											
IA									ļ		
KS						-					
KY											
LA											
ME						· · · · · · · · · · · · · · · · · · ·					
MD	,					· · · · · · · · · · · · · · · · ·					
MA		х	entire amount of offering	5	\$8,010,000	-0-	-0-		х		
MI		Х	entire amount of offering	58	\$12,380,000	-0-	-0-		х		
MN											
MS					-						
МО								<del> </del>			

1	accredite in State (	2 sell to non- d investors Part B-Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted)				
				Number of Accredited Investors		Number of Non- Accredited Investors			_
State	Yes	No			Amount		Amount	Yes	No
MT							<del></del>	ļ	
NE									
NV					<del></del>				
NH								ļ	
NJ					···				
NM			<u> </u>						
NY		X	entire amount of offering	1	\$50,000	-0-	-0-		X
NC									
ND								T	
ОН							···.	<del>                                     </del>	
ОК								<del> </del> -	
OR	<u> </u>							<del> </del>	
PA			,		·· <del>·····</del>			<del> </del>	
RI								<del> </del>	
sc									
SD							<del></del>	<del> </del>	
TN		<del> </del>					<del></del>	-	
TX								<del> </del>	
UT		х	entire amount of offering	1	\$20,000	-0-	-0-		х
VT	-	1					<del></del>	<del> </del>	<del></del>
VA		х	entire amount of offering	2	\$200,000	-0-	-0-	<del> </del>	х
WA		1						<del> </del>	
WV	-				<del></del>			<del> </del>	
WI	<del>                                     </del>						<del></del>	+	
WY				<del>                                     </del>	<del> </del>				
PR	<del> </del>	<del> </del>		<del> </del>			<del></del>	<del> </del>	